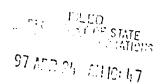
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JAMES P. HAYES, ATTORNEY 1100 Cleveland Street Ste. 839 Clearwater, FL 34615-4853

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Examiner's Initials

# CERTIFICATE OF INCORPORATION OF BROOKLYN EATERY, INC.



#### 1. Name.

The name of the Corporation is BROOKLYN EATERY, INC...

#### 2. Principal Office and Registered Agent.

Its principal office and the office of its registerd agent in the State of Florida is 771 Bay Way, in the City of Clearwater Beach, County of Pinellas. The name of its registered agent at such address is Mannie Marcus.

## 3. Purposes.

The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Florida.

#### 4. Capital Stock.

The total number of shares of capital stock that the Corporation shall have authority to issue is 10,000, all of which are to be common stock with no par value.

#### 5. Incorporator.

The name and mailing address of the incorporator is: Mannie Marcus, 771 Bay Way, Clearwater Beach, FL 34360.

### 6. Existence.

The Corporation is to have perpetual existence.

#### 7. Liability of Stockholders.

The private property of the stockholders shall not be subject to the payment of corporate debts.

I, THE UNDERSIGNED, the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, do make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this \_\_\_\_\_ day of April, 1997.

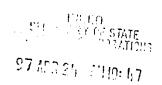
Marrie Marcus

# Certificate Designating Registered Agent and Office

Pursuant to Florida Law, BROOKLYN EATERY, INC. designates MANNIE MARCUS as the Registered Agent of this corporation, and the Registered Office of the Registered Agent is 771

Bay Way, Clearwater Beach, FL 34360.

Mannie Marcus



I, MANNIE MARCUS, having been named to accept service of process for the above named corporation, at the place designated above in this certificate, and I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of section 607.325, Florida Statutes.

Mannie Marcus